

Channing-Murray Foundation



1209 West Oregon Street
Urbana, Illinois

ARTICLES OF INCORPORATION

and

BY-LAWS

Originally adopted April 11, 1954

Revised April 1990

Revised October 2020

[NOT UPDATED]
ARTICLES OF INCORPORATION
of
CHANNING-MURRAY FOUNDATION
1209 West Oregon Street
Urbana, Illinois

Filed in the Office of the Secretary of State on the 3rd day of January 1968. The original copy is kept at the Channing-Murray Foundation. Recorded in Book 867 of Records, page 117, Recorder of Deeds, Champaign County Courthouse.

Articles of Amendment filed 3rd day of October 1968. The original copy is kept at the Channing-Murray Foundation. Recorded in Book 889, page 454, Recorder of Deeds, Champaign County Courthouse.

Articles of Amendment filed 5th day of April 1990, file number 4831-338-8 in the office of the Secretary of State of the State of Illinois. The original is kept at the Channing-Murray Foundation. Recorded in the Office of the Recorder of Deeds, Champaign County Courthouse, Urbana, indexed Document # 90r06502: 1682 0467.

(Updated information and clarifying noted in parenthesis – as of April, 1990)

Article I

The name of the corporation is: CHANNING-MURRAY FOUNDATION.

Article II

The period of duration of the corporation is:
perpetual.

Article III

The address of its initial Registered Office in the State of Illinois is: 1209 West Oregon Street in the city of Urbana 61801, County of Champaign and the name of its initial Registered Agent at said Address is: ---- (As of 1990 the Registered Agent is Amy L. Kummerow)

Article IV

The first Board of Directors shall be 7 in number their names and addresses being as follows: ----- (As of 1990 there are 11 members of the Board and their names and addresses are reported annually to the Secretary of State of the State of Illinois, as required by law.)

Article V

The purpose or purposes for which the corporation is organized are: (as amended 1968)

- (1) To provide a program of religious, educational, and charitable activities.

- (2) To conduct a program of worship and service near the Urbana-Champaign campus of the University of Illinois in accordance with the tradition and usages of the Unitarian Universalist denomination and to provide opportunities for the study and practice of religion in the liberal tradition and the exploration of ideas in the religious realm.
- (3) To serve the campus and university community in ways of religious personal usefulness.
- (4) To foster the development and growth of religious ideas and activities by encouragement of and cooperation with, foundations and groups with similar purposes located at various college and university campuses throughout the Illinois and the Central Midwest District of the Unitarian Universalist Association.

Article VI

This corporation shall not be operated for pecuniary profit nor shall there be any stocks or dividends distributed by the officers.

Article VII

Upon dissolution or final liquidation of the corporation or in the event of non-use for one year of real estate to which the Foundation holds title, title to such real estate, if any, shall automatically revert to a Campus Ministry Endowment Fund to be held and administered by the Midwest Unitarian Universalist Conference or its successor. After discharge or satisfaction of all outstanding obligations and liabilities the remaining assets, if any, shall be distributed by the Board of Governors to one or more organizations having exempt purpose, as defined by Internal Revenue Code section 501 (c) or its equivalent. (as amended 1990)

Article VIII

The Corporation shall be managed by a Board of Directors, herein after called the Board of Governors, according to the directions stated in the By-Laws of the Corporation. The initial Board of Governors shall consist of the Board of Governors of the unincorporated Channing-Murray Foundation.

[UPDATED]
BY-LAWS
of
CHANNING-MURRAY FOUNDATION
1209 West Oregon Street
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Article 1 – Name

The name of the corporation is the Channing-Murray Foundation.

Article 2 – Legal Successor

This corporation is the successor of the unincorporated Channing-Murray Foundation of the Unitarian Universalist Church of Urbana-Champaign, Illinois, which sponsored the Foundation. The sponsorship was terminated as of February 11, 1990 under the terms of the negotiated agreement of January 28, 1990. The Channing-Murray Foundation was officially so named April 11, 1954 by the Unitarian Church of Urbana and the First Universalist Church of Urbana acting separately to merge their respective programs: The Channing Foundation and The Murray Club.

Article 3 – Duration of Term

This corporation shall exist in perpetuity.

Article 4 - Status

This organization shall have no capital stock and shall not be conducted for pecuniary profit. It shall have no power to issue any shares of stock or to declare or pay any dividends.

Article 5- Purposes **[TO BE UPDATED LATER]**

In the spirit of Unitarian Universalism the Foundation is a liberal religious ministry with special relationship to and concern for the campus community. The purposes of the Foundation as cited in Article V of its Articles of Incorporation are:

1. To provide a program of religious, educational and charitable activities.
2. To conduct a program of worship and service near the Urbana-Champaign campus of the University of Illinois in accordance with the tradition and usages of the Unitarian Universalist denomination and to provide opportunities for the study and practice of religion in the liberal tradition and the exploration of ideas in the religious realm.
3. To serve the campus and university community in ways of religious and personal usefulness.
4. To foster the development and growth of religious ideas and activities by the encouragement of, and cooperation with, foundations and groups with similar purposes located at various college and university campuses throughout the Illinois and the Central Midwest District of the Unitarian Universalist Association.

Article 6 – Membership

- Section 1. Individual Members. All persons in sympathy with the purposes and programs of the Foundation become members by signing the membership roll of the Foundation.
- Section 2. Organizational Members. Any Unitarian Universalist Society, Church, Fellowship or School of Theology which is in sympathy with the purposes and programs of the Foundation may become an organizational member by signing the membership roll of the Foundation.
- Section 3. Termination of Membership. A member may be removed from the Membership Roll for the following reasons:
- a. by a written resignation submitted to the Foundation Director
 - b. if a member has died
 - c. if a member has been inactive with the organization for a period of two years prior to the annual meeting.
 - d. by removal through a two-thirds vote of the Board for actions that threaten the well-being of the organization as outlined in the Disruptive Behavior Policy.
- Section 4. Voting qualifications. To be eligible to vote in membership meetings, a person must be a member of the organization and also have completed one of the following
- a. donated at least one dollar in the past year
 - b. donated time in the past year or
 - c. otherwise be approved to vote by the board of governors

Article 7 – Meetings of the Corporation

- Section 1. Annual Meeting. There shall be an annual meeting of the corporation to be held at a date and time and place designated by the Governing Board.
- Section 2. Special Meetings. Special meetings may be called at any time upon written request by a majority of the Governing Board, a majority vote at a duly called meeting of the Board, or by the President of the Board, or by 10 voting-eligible members.
- Section 3. Notice of Meeting. All current members will be notified of all regular and special meetings at least 14 days prior to the scheduled meeting. Notices shall contain date, time, and location, either physical or virtual, of the meeting and shall contain an itemized agenda of the business to come before the meeting; only matters so announced shall be acted on at that meeting.

Section 4. Quorum. One tenth of the voting membership shall at all times constitute a quorum.

Article 8 – Governing Board

Section 1. Duties and Powers. The business, property, and affairs of the Corporation shall be managed by a Governing Board which shall have power to establish policies not inconsistent with those established by the membership meetings. The Governing Board shall have power to institute, approve, and carry out plans of service to the campus and local communities; prepare and submit to the voting membership for approval the annual budget of the Corporation; raise and disperse funds; invest and reinvest funds of the Corporation; make contracts; and perform all other duties and shall have such other powers as may be necessary to carry out the purposes of the Corporation. Members of the Governing Board shall serve without pay except that recommendations may be made for travel expenses.

The Board, by resolution, may designate and appoint one or more committees. The committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Corporation subject to the limitations set forth in Article 21 of the General Not For Profit Corporation Act of the State of Illinois. The Board may appoint other such committees for the administration of the Foundation as it shall deem necessary.

Section 2. Membership and Composition. Each member of the Board of Governors must be a voting member of the Corporation. The Governing Board shall be no fewer than 3 members and shall consist of up to:

- a. Eight members elected by voting members at the Annual Meeting.
- b. Two students currently enrolled at the University of Illinois or other institution of higher education to be appointed annually by the Director with approval of the remaining members of the Board.

Section 3. Nominations of Individuals. Any voting member of the Corporation may at any Annual Meeting of the Corporation, nominate candidates for elected members of the Governing Board, providing permission has been obtained from the person to be nominated.

Section 4. Board Terms

- a. The term of office for each member of the Governing Board shall be 2 years.

- b. The term of office for each student board member shall be 1 year.
- c. All Board terms will begin at the start of the Foundation's fiscal year, January 1st
- d. All board members may serve up to 2 consecutive terms. If no successor board members are appointed, current Governors are eligible to serve until a replacement is found. Former Board members are eligible to return to service after a 2 year period.

Section 5. Vacancies and Confirmation

- a. Governing Board Members are elected by the Membership at the Annual Membership Meeting. At this meeting Board Members who have been appointed to vacant positions, will be starting new terms, or renewing their terms will be voted on and confirmed by the Membership.
- b. Student Board Members are appointed by the Executive Director and do not have to be confirmed by the membership.
- c. Vacancies on the Governing Board can be filled through appointment by a majority vote by the Board. These individuals should be then confirmed by the Membership at the next Annual Meeting. Their full term will begin at this time.
- d. A board member shall be considered to have vacated the position if absent without excuse from three consecutive Board meeting
- e. A board member may be removed for other reasons by a 2/3 vote of the remaining Board members. which at least 5 days prior notice shall be given.

Section 6. Quorum of the Governing Board. The majority of the current board members, or at least 3 people, whichever is greater shall at all times constitute a quorum.

Section 7. Meetings. There shall be at least 8 regular meetings of the Board during the fiscal year, for each of which at least 5 days prior notice shall be given.

Section 8. Decision Making. Most decisions shall be made by majority vote however monetary decisions require a 2/3rds vote. If the board vote is evenly split the motion does not pass.

Article 9 – Officers of the Corporation and the Board

Section 1. Enumeration and Selection. The officers of the Corporation shall be a president, one or more vice-presidents, a secretary, and a treasurer. All officers shall be elected by the Governing Board at its organizational meeting immediately following the Annual Meeting of the Corporation. The Director of the Foundation shall call the first meeting.

Section 2. Term of Office and Vacancies. All officers shall serve for one year or until their respective successors are elected and installed. The Board shall have the power to fill vacancies for the balance of the unexpired term.

Section 3. Duties:

- a. It shall be the duty of the President to preside at all meetings of the Board of Governors and membership; to appoint committees as directed by the Board; to call special meetings of the Governing Board whenever they deem them necessary, or within one week upon written request of one third of the members of the Governing Board.
- b. The Vice-President, in order, shall perform the duties of the President in the event of the President's absence or incapacity to serve.
- c. The Treasurer shall work in conjunction with the director to ensure that the organization remains financially viable, including budgeting, fundraising, and financial transparency. The Treasurer shall have knowledge of all financial dealings related to the Foundation, including the organizational budget, any programs such as the Red Herring, the Endowment Fund, and any other future programs or accounts.
- d. The Secretary shall work with the Board of Governors to set agendas for meetings, record the minutes and ensure the availability of written documentation of decisions made by the Board of Governors and Membership. The Secretary may act as a liaison between the Committees and the Board of Governors.
- e. The officers shall report on the proceedings and finances of the Foundation at the Annual Meeting of the Foundation.

Article 10 - Executive Director

Section 1- Selection and Duties: The Executive Director is hired by and reports to the Board. They have day-to-day responsibilities for the organization, carrying out the organization's purpose, policies, and budget, including hiring and supervising non-religious staff. They will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2 - Relationship to Board and Membership: The Executive Director will work with the board to ensure routine communication with the membership.

Article 11 - Programs of the Channing Murray Foundation

Section 1 - The Red Herring. The Channing Murray Foundation - is committed to Local, sustainable, justice centered food and will continue to work toward this through the operation of the Red Herring Vegetarian restaurant.

Section 2 - Free Pulpit. When religious activities occur, the Foundation shall maintain the tradition of a free pulpit, consistent with Unitarian Universalist ideals and with the purposes of the Foundation.

- a. Selection. When selection of a Campus Minister or other professional religious staff shall be deemed advisable, the Board of Governors shall appoint a special committee to find and consider the qualifications of candidates for that position, giving consideration to the procedures recommended by the UUA's Department of Ministerial and Congregational Services.
- b. Election. The choice and purpose of a Campus Minister of the Foundation, or other professional religious staff shall be made by at least a two-thirds vote of the members present and voting at a special meeting of the Foundation duly called for that purpose.
- c. Eligibility. To be eligible for election any candidate must be committed to Unitarian Universalism, preferably a minister in fellowship with the Unitarian Universalist Association, and who thereafter maintains fellowship status.
- d. Duties and Compensation. Duties and compensation shall be those mutually agreed upon by the Campus Minister or other professional religious staff and the Board of Governors.
- e. Term. The minister shall be elected for an indefinite period.
- f. Dismissal. The Campus Minister may be dismissed by a two-thirds vote of the members present and voting at a special meeting of the Foundation duly called for that purpose. The salary of the Campus Minister shall continue for one month after the date of such dismissal.
- g. Resignation. Should the Campus Minister wish to resign, they shall submit a resignation to a duly called meeting of the Board of Governors. The Campus Minister shall give three months notice or other length of notice as shall be mutually agreeable to the Board of Governors and the Campus Minister.

Section 3 - Additional Programing. The Channing Murray Foundation is committed to continuing programming and action that relates to Social Justice and UU values.

Article 12 – Amendments to the Bylaws

Section 1 - Proposing Changes. Any Member of the Corporation may propose an Amendment to the By-Laws up until 28 days before the Annual Membership

Meeting. The proposed change will be included in full in the Annual Meeting Agenda as an accompanying document. Any Board Member may propose an amendment to the By-Laws at any time. Any By-Law change or amendment proposed by a Board Member will be published in full to the membership at least 28 days prior to any action being taken by the Board.

Section 2 - Voting and Approving Changes. For any proposed change or amendment, the board has one year from the initial proposal of the change or amendment to vote. To adopt any changes or amendments a $\frac{3}{4}$ vote by the Board is needed for approval.

Article 13 – Fiscal Year

The fiscal year of this corporation shall be January 1 to December 31.

Article 14 – Procedure to Amend Articles of Incorporation [NOT YET ADDRESSED]

Section 1. Statutory Authority. Amendments to the Articles of Incorporation are governed by the provisions of the General Not For Profit Corporation Act, Section 33 to 37 inclusive; pursuant to these requirements, amendments shall be made in the manner set forth in succeeding sections.

Section 2. Powers. Any member of the Corporation shall have the power to propose an amendment to the Articles of Incorporation. Such proposal shall be considered by a Committee of the Board and shall present its findings and recommendations to the Board. Upon submission to the Board, the proposed amendment together with the findings and recommendations of the committee shall be published to the membership not less than thirty (30) and not more than forty (40) days prior to action at a meeting of the Board.

Section 3. Submission to a Membership Meeting. Following receipt of the report of the Committee, the Board of Governors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the membership, which may be either an annual or special meeting. Written notice setting forth the proposed amendment shall be given to each member not less than thirty (30) days nor more than forty (40) days before the membership meeting at which the amendment is to be acted upon. Board action must be completed within a year after proposal of the amendment.

Section 4. Adoption. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at such a meeting.

Article 15 – Endowment Fund

The Channing-Murray Endowment Fund shall be held in trust. Income from this fund shall be used to maintain the Channing Murray Foundation, preserve the chapel and support the mission and vision. The Channing Murray Endowment Fund shall be held in trust and used to help ensure the long-range financial future of the Foundation, to help manage financial emergencies, and to fund capital needs and special projects that support the vision and mission of the Foundation. It will be managed by an Endowment Committee who is accountable to the Board of Governors.

Article 16 – Negotiated Agreement of January 28, 1990

A negotiated agreement of January 28, 1990, was ratified February 11, 1990 by the Unitarian Universalist Church of Urbana-Champaign, Illinois, and on February 15, 1990 by the Channing-Murray Foundation. The agreement establishes a separate and independent status for each organization. The Channing-Murray Foundation affirms its independent relationship with the Unitarian Universalist Association and its dedication to Unitarian Universalist principles and to complementing other UU religious work.

~~(as of March 29, 1990)~~

(as of October 27, 2020)